

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF NEW YORK

FILED

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THE PILLSBURY COMPANY,

Plaintiff,

- vs -

UPPER CRUST PRODUCTION COMPANY, INC., and
UPPER CRUST USA INC.,

Defendants.

U.S. DISTRICT COURT
W.D.N.Y. ROCHESTER
98-CV-6114 (CJS)(JWF)

STIPULATED JUDGMENT

WHEREAS, the Court entered a Decision and Order on January 6, 2004 (the "Order") finding Defendants (now known as Upper Crust Ltd.) in contempt of the Consent Judgment and Permanent Injunction filed on January 14, 1999 (the "Permanent Injunction"); and

WHEREAS, the parties have stipulated to the relief to be entered with respect to the finding of contempt set forth in the Order (with Defendants reserving all rights to appeal such finding of contempt but waiving all rights to appeal with respect to the relief herein granted); and

WHEREAS, the relief herein granted does not alter, affect, or supplant the Permanent Injunction (which Defendants reserve all rights to appeal from and/or otherwise contest); and

WHEREAS the stipulated relief relates only to relief accrued as of the date of the Order and does not bar any recovery relating to matters occurring thereafter, including without limitation Plaintiff's costs and attorney fees in connection with any appeal from the Order, if Plaintiff is the prevailing party; it is

ORDERED AND ADJUDGED:

1. That judgment is entered in favor of Plaintiff and against Defendants in the total amount of \$350,000. In the event that Plaintiff prevails in any appeal from the Order, or no appeal

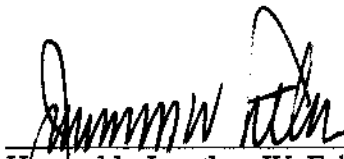
from the Order is timely taken, the parties agree that this amount may be designated as consisting of \$340,000 in attorney fees and costs and \$10,000 as a sanction.

2. That Plaintiff shall be entitled to publicly disseminate a notice in the form attached hereto as Exhibit A.

3. That execution of this judgment shall be stayed pending appeal from the Order, provided that Defendants post a suitable bond, and provided that any entitlement to post-judgment interest shall not be affected by such stay. The cost of the bond shall be borne by Defendants, except that in the event Defendants prevail on appeal from the Order, Plaintiff shall reimburse Defendants for such cost.

4. That, in the event that Defendants prevail on appeal from the Order, this judgment shall be deemed null, void, and unenforceable as of the date of the decision of the Court of Appeals.

Dated: MAY 30, 2004


HONORABLE JONATHAN W. FELDMAN
UNITED STATES MAGISTRATE JUDGE

AGREED AND CONSENTED TO:

Dated: April 29, 2004

THE PILLSBURY COMPANY

By: 

Its: VP FINANCE, GENERAL MILLS BAK.

Dated: April 6, 2004

UPPER CRUST LTD.

By: 

Its: PRESIDENT.

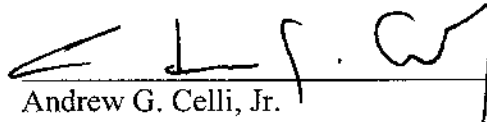
APPROVED AS TO FORM BY:

Dated: April 30, 2004



Richard D. Rochford
Nixon Peabody LLP
Attorneys for Plaintiff
The Pillsbury Company

Dated: April 8, 2004



Andrew G. Celli, Jr.
Emery Celli Cuti Brinckerhoff & Abady PC
Attorneys for Defendant
Upper Crust Ltd.

EXHIBIT A

By Decision and Order dated January 6, 2004, the United States District Court for the Western District of New York held Upper Crust Ltd. in contempt of a Consent Judgment and Permanent Injunction entered in 1999. The Court found clear and convincing evidence that Upper Crust Ltd.'s "Butter Blend" croissant product contained less butter than represented by its label. A copy of the Decision and Order is available upon request.